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0005236

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED

99 FEB -5 AM 11:56

DOCUMENT # **F94000001237**
1. Corporation Name
BLOCKBUSTER SC VIDEO OPERATING CORPORATION



Principal Place of Business: 1201 ELM STREET, DALLAS TX 75270

Mailing Address: % PHILIPPE P DAUMAN, 1515 BROADWAY, NEW YORK NY 10036 US

2. Principal Place of Business: 21 Suite, Apt. #, etc; 22 City & State; 23 Zip; 24 Country

2a. Mailing Address: 26 C/O MICHAEL D. FRICKLAS, Suite, Apt. #, etc; 27 City & State; 28 Zip; 29 Country

9. Name and Address of Current Registered Agent: THE PRENTICE-HALL CORPORATION SYSTEM, INC., 1201 HAYS STREET, SUITE 105, TALLAHASSEE FL 32301

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 03/11/1994

4. FEI Number: 75-2318688

5. Certificate of Status Desired: [] \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: [] \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax: [] Yes [] No

10. Name and Address of New Registered Agent: 81 Name; 82 Street Address (P.O. Box Number is Not Acceptable); 83; 84 City; 85 Zip Code: FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when incorporating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	11 TITLE	PD
NAME	JOHN F ANTIOCO	12 NAME	4000002789214-01
STREET ADDRESS	1201 ELM ST	13 STREET ADDRESS	-02/09/99--01041-010
CITY-ST-ZIP	DALLAS TX 75270	14 CITY-ST-ZIP	***150.00 ***150.00
TITLE	EVPS	21 TITLE	EVPSD
NAME	PHILIPPE P DAUMAN	22 NAME	
STREET ADDRESS	1515 BROADWAY	23 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10036	24 CITY-ST-ZIP	
TITLE	EVP	31 TITLE	EVPCFO
NAME	LYNN J LYALL	32 NAME	
STREET ADDRESS	1201 ELM ST	33 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75270	34 CITY-ST-ZIP	
TITLE	AS	41 TITLE	AS
NAME	ILENE W STACK	42 NAME	LIOTTA, MICHAEL A
STREET ADDRESS	1515 BROADWAY	43 STREET ADDRESS	1515 BROADWAY
CITY-ST-ZIP	NEW YORK NY 10036	44 CITY-ST-ZIP	NEW YORK NY 10036
TITLE	D	51 TITLE	
NAME	GEORGE S SMITH JR	52 NAME	
STREET ADDRESS	1515 BROADWAY	53 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10036	54 CITY-ST-ZIP	
TITLE		61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE: PD

12 NAME: 4000002789214-01

13 STREET ADDRESS: -02/09/99--01041-010

14 CITY-ST-ZIP: ***150.00 ***150.00

21 TITLE: EVPSD

22 NAME: [X] Change [] Addition

23 STREET ADDRESS: [X] Change [] Addition

24 CITY-ST-ZIP: [X] Change [] Addition

31 TITLE: EVPCFO

32 NAME: [X] Change [] Addition

33 STREET ADDRESS: [X] Change [] Addition

34 CITY-ST-ZIP: [X] Change [] Addition

41 TITLE: AS

42 NAME: LIOTTA, MICHAEL A

43 STREET ADDRESS: 1515 BROADWAY

44 CITY-ST-ZIP: NEW YORK NY 10036

51 TITLE: [] Change [] Addition

52 NAME: [] Change [] Addition

53 STREET ADDRESS: [] Change [] Addition

54 CITY-ST-ZIP: [] Change [] Addition

61 TITLE: [] Change [] Addition

62 NAME: [] Change [] Addition

63 STREET ADDRESS: [] Change [] Addition

64 CITY-ST-ZIP: [] Change [] Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address with all other like empowered

SIGNATURE: *Michael A. Liotta*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: MICHAEL A. LIOTTA

Date: 1/29/99

Telephone #: 212-846-5955

CR2E034 (11/98)